

IC 8-1-17

Chapter 17. Telephones—Rural Telephone Cooperative Act

IC 8-1-17-1

Short title

Sec. 1. This chapter may be known and referred to as the "Rural Telephone Cooperative Act".

(Formerly: Acts 1951, c.193, s.1.) As amended by P.L.59-1984, SEC.73.

IC 8-1-17-2

Formation of corporation

Sec. 2. Any number of natural persons not less than eleven (11) may, by executing, filing and recording articles of incorporation, as hereinafter provided, form a cooperative corporation, not organized for pecuniary profit, for the purpose of: (1) if such corporation be local in its scope, promoting and encouraging the fullest possible use of telephone service in the state by making telephone service and educational services incident to telephone service available to inhabitants of rural areas of the state at the lowest cost consistent with sound economy and prudent management of the business of the cooperative corporation or (2) if such corporation be general in its scope, furnishing engineering, financial, accounting, and/or educational services, incident to telephone service.

(Formerly: Acts 1951, c.193, s.2.)

IC 8-1-17-2.1

Not-for-profit corporations formed under Acts 1935, c. 157; application of this chapter; conforming requirements

Sec. 2.1. (a) If the requirements of subsection (b) are met, a local cooperative telephone corporation formed under Acts 1935, c.157 is considered to have been formed under this chapter and is subject to its requirements and not the requirements of IC 23-7-1.1 (before its repeal August 1, 1991) or IC 23-17.

(b) A local cooperative telephone corporation described in subsection (a) shall amend its articles of incorporation in accordance with IC 23-7-1.1 (before its repeal August 1, 1991) or IC 23-17 to conform to the requirements of this chapter and shall submit a copy of its amended articles to the commission for approval. After examining the articles, the commission shall approve the amended articles if they conform to the requirements of this chapter. The commission may approve the amended articles without conducting a hearing. The secretary of state may not issue a certificate of amendment before the commission approves the amended articles under this subsection.

(c) The certificate of public convenience and necessity or certificate of territorial authority previously issued to a local cooperative telephone corporation described in subsection (a) shall serve as the certificate required under section 6 of this chapter.

(d) Subsection (a) applies to a local telephone cooperative

corporation as of the date the secretary of state issues a certificate of amendment under IC 23-7-1.1-26 (before its repeal August 1, 1991) or IC 23-17-17.

(e) The local cooperative telephone corporation shall record the amended articles of incorporation in the county where the local cooperative telephone corporation has its principal office.

As added by P.L.122-1987, SEC.1. Amended by P.L.179-1991, SEC.13; P.L.96-1993, SEC.1.

IC 8-1-17-3

Definitions

Sec. 3. As used in this chapter, the following terms have the following meanings unless a different meaning clearly appears from the context:

- (1) "Acquire" means to obtain by construction, purchase, lease, devise, gift, eminent domain, or by any other lawful means.
- (2) "Board" means the board of directors of a cooperative corporation.
- (3) "Cooperative corporation" means a corporation formed under this chapter.
- (4) "General cooperative corporation" means a cooperative corporation formed to render services to local cooperative corporations.
- (5) "Improve" includes construct, reconstruct, extend, enlarge, alter, better, or repair.
- (6) "Local cooperative corporation" means a cooperative corporation formed to render telephone services within Indiana.
- (7) "Member" includes each individual signing the articles of incorporation of a cooperative corporation and each person admitted to membership of the cooperative corporation under law or the corporation's bylaws.
- (8) "Obligations" includes negotiable bonds, notes, debentures, interim certificates or receipts, and other evidences of indebtedness, either issued or the payment of which is assumed by a cooperative corporation.
- (9) "Person" or "inhabitant" includes an individual, a firm, an association, a corporation, a limited liability company, a business trust, and a partnership.
- (10) "Service" or "services", when not accompanied by the word "telephone", means construction, engineering, financial, accounting, or educational services incidental to telephone service.
- (11) "System" includes any plant, works, system, facilities, or properties, together with all parts of and appurtenances to the plant, works, system, facilities, or properties, used or useful in telephone service.
- (12) "Telephone company" means an individual, a firm, an association, a corporation, or a partnership owning, leasing, or operating any lines, facilities, or systems used in the furnishing of telephone service within Indiana.

(13) "Telephone facilities" includes all buildings, plants, works, structures, improvements, fixtures, apparatus, materials, supplies, machinery, tools, implements, poles, posts, crossarms, conduits, ducts, underground or overhead lines, wires, cables, exchanges, switches, desks, testboards, frames, racks, motors, generators, batteries, and other items of central office equipment, paystations, protectors, instruments, connections, and appliances, office furniture and equipment, work equipment, and all other property used in connection with the provision of telephone service.

(14) "Telephone service" means that service provided by a telephone cooperative corporation whereby the transmission of intelligence between at least two (2) points through the use of electricity is the intended use. The term includes all telephone facilities or systems used in the rendition of the service.

(Formerly: Acts 1951, c.193, s.3.) As amended by P.L.59-1984, SEC.74; P.L.23-1988, SEC.56; P.L.97-1993, SEC.1; P.L.8-1993, SEC.127.

IC 8-1-17-4

Articles of incorporation

Sec. 4. The articles of incorporation shall be entitled and endorsed "Articles of Incorporation of _____ (the blank space to be filled in with the name of the corporation) and shall state:

(1) The name of the cooperative corporation, which shall be such as to distinguish it from any other corporation, and a statement whether it is to be a general or a local cooperative corporation.

(2) A statement of the county or counties within which its operations are to be conducted. If it is a local cooperative corporation, the rural area or areas in which its operations are to be conducted shall be further described and limited from time to time by certificate issued by the commission.

(3) Location of its principal office and post office address.

(4) The maximum number of directors, not less than three (3).

(5) The names and post office addresses of the directors who are to manage the affairs of the cooperative corporation for the first year of its existence or until their successors are chosen.

(6) The period, if any, limited for the duration of the cooperative corporation or a statement that the duration of the cooperative corporation is to be perpetual.

(7) The terms and conditions upon which members of the corporation shall be admitted.

(8) The articles of incorporation of a cooperative corporation may contain also any provision not contrary to law which the incorporators may desire for the regulation of its business and the conduct of its affairs; and any provisions creating, defining, limiting or regulating the powers of the cooperative corporation, its directors and members.

(Formerly: Acts 1951, c.193, s.4.) As amended by P.L.119-1987,

SEC.2.

IC 8-1-17-5

Articles of incorporation; execution; petition for hearing; findings of commission; order approving

Sec. 5. (a) The individuals executing the articles of incorporation of a local cooperative corporation shall be residents of the area in which the operations of the cooperative corporation are to be conducted and shall be persons desirous of using telephone service to be furnished by the cooperative corporation.

(b) The individuals executing the articles of incorporation of a general cooperative corporation shall be members or prospective members of one (1) or more local cooperative corporations which are prospective members of such general cooperative corporation.

(c) The articles shall be executed in at least six (6) originals and shall be acknowledged by the subscribers before an officer authorized by law to take acknowledgments of deeds. When so acknowledged, three (3) originals of said articles shall be submitted to the commission. At the time the articles of incorporation are filed, a petition shall be filed with the commission, which petition shall be executed by one (1) or more of the individuals executing the said articles, and shall pray the commission to grant a certificate of public convenience and necessity for the organization and operation of the proposed cooperative corporation.

(d) Upon the submission of such articles to, and filing of such petition with, the commission, it shall set the said petition for public hearing and give notice of the time, place and purpose thereof by publication in at least one (1) newspaper printed and published in each of the counties in which the said cooperative corporation proposed to operate. The publication shall be at least ten (10) days prior to the date set for said hearing. The cost of such publication shall be paid by the petitioners at or before the time of such hearing. If it be a local cooperative corporation, in addition to such published notice, the commission shall give written notice, by United States registered mail, of the time, place and purpose of such hearing, to each telephone company operating in territory contiguous to the area in which the respective cooperative corporation proposed to render telephone service. The commission shall keep maps or records from which it can readily ascertain which telephone companies should receive notice as last provided, and information so available shall be used in the mailing of the aforesaid notices.

(e) Any interested person may appear at such hearing, either in person or by attorney, and support or oppose the prayer of said petition. The commission, after hearing the evidence introduced at said hearing, shall enter a finding that the convenience and necessity of the public proposed to be served in the territory in which the operations of the cooperative corporation are proposed to be conducted either will or will not be served by the organization and operation of the proposed cooperative corporation. If such finding be in the affirmative, the commission shall enter an order approving the

organization of such cooperative corporation and the proposed articles of incorporation. If the said finding be in the negative, the commission shall enter an order denying the approval of said articles of incorporation.

(f) If the commission approves the said articles of incorporation as provided in subsection (e), the articles of incorporation, together with an attached certified copy of the order of the commission, shall be proffered in triplicate to the secretary of state for filing in his office. After the secretary of state finds said articles and order comply with law, he shall forthwith endorse his approval thereon and file one (1) set of such articles and order in his office and deliver the other two (2) sets thereof, with his approval endorsed thereon, to the incorporators. The incorporators shall record one (1) of the approved originals of said articles with attached certified copy of the commission's order in the office of the recorder of the county in which the cooperative corporation has, or is to have, its principal office.

(g) As soon as the provisions of this section have been complied with, the proposed cooperative corporation, described in the articles of incorporation so recorded, under its designated name, shall be a body corporate.

(Formerly: Acts 1951, c.193, s.5.) As amended by P.L.97-1993, SEC.2.

IC 8-1-17-6

Certificate of public convenience and necessity; change of territory

Sec. 6. At the time the commission approves the articles of incorporation of any cooperative corporation, it shall issue to it, and place on file a duplicate of, a certificate of public convenience and necessity accurately describing the territory within which such cooperative corporation shall be authorized to operate. Thereafter, such territory may be changed by a new certificate issued and filed by the commission:

- (1) to harmonize with the result of proceedings pursuant to section 21(c) of this chapter, or any other statute empowering the commission to determine the territory within which any telephone company or cooperative may operate; or
- (2) to harmonize with findings made by the commission upon petition for change of territory signed by the appropriate officers of the cooperative corporation, accompanied by a certified copy of a resolution authorizing the same duly adopted by its board of directors and also by a map showing clearly both the old and the proposed new territory and filed with the commission.

Such findings as to a local cooperative corporation shall be made only after the commission ascertains whether such petition proposed a change in such territory as will affect territory being served by any other cooperative corporation or any telephone company.

(Formerly: Acts 1951, c.193, s.6.) As amended by P.L.59-1984, SEC.75; P.L.97-1993, SEC.3; P.L.145-1999, SEC.1 and

P.L.198-1999, SEC.3.

IC 8-1-17-7

Board of directors

Sec. 7. (a) Each cooperative corporation formed under this chapter shall have a board of directors, which board shall constitute the governing body of the cooperative corporation. The directors of a local cooperative corporation must be members, or if the cooperative corporation's bylaws so provide, a member's officers, directors, or partners, or the owner of a member that is a sole proprietorship may be directors of the cooperative corporation. Directors other than those named in the cooperative corporation's articles of incorporation shall be elected by the cooperative corporation's members.

(b) Unless the bylaws of the cooperative corporation provide otherwise, such directors shall be elected annually. The bylaws may provide that the directors may hold office for any stated period not exceeding three (3) years, and be so elected that the terms of only part of such directors shall expire at any one (1) time and that only enough directors to succeed those whose terms are about to expire need be elected in any year.

(c) The bylaws may provide that the area in which the members of the cooperative corporation reside shall be apportioned into districts and prescribe the procedure by which the members residing in any one (1) district may nominate a director.

(d) The bylaws may specify a fair remuneration for the time actually spent by its officers, directors, and members of its executive committee in the performance of their duties as such and provide that the same be paid them respectively. The officers, directors, and members of the executive committee shall be entitled to reimbursement for expenses incurred by them in the performance of their duties whether or not the bylaws provide that they be remunerated for their time spent in such performance.

(e) The board shall annually designate and elect those officers it considers necessary.

(Formerly: Acts 1951, c.193, s.7.) As amended by P.L.97-1993, SEC.4; P.L.145-1999, SEC.2; P.L.198-1999, SEC.4; P.L.14-2000, SEC.25.

IC 8-1-17-8

Board of directors; powers and duties

Sec. 8. The board shall have power to do all things necessary or convenient in conducting the business of the cooperative corporation, including but not limited to:

(a) The power to make, alter, amend or repeal by-laws for the regulation and management of the affairs of the cooperative corporation not inconsistent with law or with the articles of incorporation.

(b) To appoint agents and employees and to fix their compensation and the compensation of the officers of the cooperative corporation.

- (c) To execute instruments.
- (d) To delegate to one or more of the directors or to the agents and employees of the cooperative corporation such powers and duties as it may deem proper.
- (e) To make its own rules and regulations as to its procedure.
(Formerly: Acts 1951, c.193, s.8.)

IC 8-1-17-9

Certificates of membership; meetings of members; quorum

Sec. 9. (a) A cooperative corporation may issue to its members certificates of membership and each member shall be entitled to only one (1) vote on each question or election at any regular or special meetings of the cooperative corporation.

(b) Meetings of members may be held at such place as may be provided in the bylaws. An annual meeting of the members shall be held at such time as may be provided by the bylaws. Special meetings may be called by the board of directors, by a petition signed by not less than five percent (5%) of all the members, or by such other officers or persons as may be provided in the articles of incorporation or by the bylaws.

(c) Written or printed notice stating the place, day, and hour of the meeting of members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the officers or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails in a sealed envelope addressed to the member at his address as it appears on the records of the cooperative corporation, with postage prepaid. Notice of meetings of members may be waived in writing.

(d) Unless otherwise provided in the articles of incorporation, two percent (2%) of all the members of the cooperative corporation present in person at any meeting of members, of which meeting notice shall have been given as provided in the foregoing subdivision (c) of this section, shall constitute a quorum for the transaction of business at such meeting.

(e) A majority vote of those members who are present in person at any regular meeting, or at any special meeting of the members called for that purpose, shall be necessary for the taking of any action, adoption of any resolution, or the election of any officers, or otherwise, as the case may be.

(Formerly: Acts 1951, c.193, s.9.) As amended by P.L.97-1993, SEC.5; P.L.145-1999, SEC.3 and P.L.198-1999, SEC.5.

IC 8-1-17-10

Corporate purpose; local cooperative corporation

Sec. 10. (a) The corporate purpose of each local cooperative corporation shall be to render telephone service to its members and

to such other persons in the specific instances as expressly provided in this chapter, and no person shall become or remain a member unless such person shall use telephone service supplied by such cooperative corporation and shall have complied with the terms and conditions in respect to membership contained in the bylaws of such cooperative corporation.

(b) A local cooperative corporation is one formed under this chapter for the purpose of furnishing telephone service to its patrons. *(Formerly: Acts 1951, c.193, s.10.) As amended by P.L.59-1984, SEC.76.*

IC 8-1-17-11

General cooperative corporation and local cooperative corporation distinguished

Sec. 11. Any cooperative corporation to be formed under this chapter shall be either a general cooperative corporation or a local cooperative corporation.

(a) A general cooperative corporation is one formed under this chapter for the purpose of furnishing engineering, financial accounting, or educational services to its members or to persons expecting to form a local cooperative corporation, and having for its members only its incorporators or local cooperative corporations. It shall not render telephone service and the commission shall not allocate to it any territory for such purpose.

(b) A general cooperative corporation may be formed to have as members, and serve, local cooperative corporations in all, or certain named, counties of this state, not including any county theretofore named as part of the territory to be served by another general cooperative corporation then organized and existing, unless such other general cooperative corporation duly consents in writing, filed with the commission, to such inclusion.

(c) A general cooperative corporation, before obtaining the approval of its articles of incorporation, must prove to the commission that it has written consent to its incorporation signed by or on behalf of:

- (1) the local cooperative corporations then existing and contemplated to be members of the general cooperative corporation; and
- (2) the incorporated agricultural association or associations, including in its or their members at least one-third (1/3) of the members residing in the territory in which the general cooperative proposes to operate and reasonably anticipated to become members of local cooperative corporations which will become members of such general cooperative corporation.

Such signatures of said local cooperative corporations and of such agricultural associations shall be made by their respective presidents or vice presidents, and secretaries or assistant secretaries, and shall be supported by certified copies of resolutions authorizing the same and duly adopted by their boards of directors, respectively.

(Formerly: Acts 1951, c.193, s.11.) As amended by P.L.59-1984,

SEC.77; P.L.97-1993, SEC.6.

IC 8-1-17-12

General grant of powers to corporation

Sec. 12. Each cooperative corporation is hereby vested with all powers necessary or requisite for the accomplishment of its corporate purpose and capable of being delegated by the general assembly of the state of Indiana; and no enumeration of particular powers hereby granted shall be construed to impair any general grant of power herein contained, nor to limit any such grant to a power or powers of the same class or classes as those so enumerated.

(Formerly: Acts 1951, c.193, s.12.)

IC 8-1-17-13

Powers of corporation enumerated

Sec. 13. A cooperative corporation may do any and all acts or things necessary or convenient for carrying out the purpose for which it was formed, including the following:

- (1) To sue and be sued.
- (2) To have a seal and alter the same at pleasure.
- (3) To acquire, hold, and dispose of property, real and personal, tangible and intangible, or any interest in the property and to pay in cash or credit, and to secure and procure payment of all or any part of the purchase price on the terms and conditions as the board shall determine.
- (4) If it is a local cooperative corporation, to furnish, improve, and expand telephone service to its members, to governmental agencies and political subdivisions, and to other persons.
- (5) If it is a local cooperative corporation, to construct, purchase, lease as lessee, or otherwise acquire, and to improve, expand, install, equip, maintain, and operate, and to sell, assign, convey, lease as lessor, mortgage, pledge, or otherwise dispose of or encumber telephone facilities or systems, lands, buildings, structures, plants and equipment, exchanges, and any other real or personal property, tangible or intangible which shall be deemed necessary or appropriate to accomplish the purpose for which the local cooperative corporation is organized.
- (6) To cease doing business and to dissolve and surrender its corporate franchise.
- (7) If it is a local cooperative corporation, to construct, operate and maintain its telephone facilities across or along any street or public highway, or over lands that are the property of this state or a political subdivision of the state. Before telephone facilities are constructed across or along a highway in the state highway system, the local cooperative corporation shall first obtain the permit of the Indiana department of transportation to do so, and the location and setting of the telephone facilities shall be approved by and subject to the supervision of the Indiana department of transportation. Before telephone facilities are constructed on or across land belonging to the state, the

local cooperative corporation shall first obtain the permit of the department of state having charge of the lands to do so, and the location and setting of the telephone facilities shall be approved by and subject to the supervision of the department. The telephone facilities shall be erected and maintained so as not to interfere with the use and maintenance of the streets, highways, and lands, and no pole or appliance shall be located so as to interfere with the ingress or egress from any premises on the street or highway. Nothing in this section contained shall deprive the body having charge of the street or highway of the right to require the relocation of any pole or appliance which may affect the proper use of the street or highway for public travel, for drainage, or for the repair, construction, or reconstruction of the street or highway. The local cooperative corporation shall restore the street, highway, or lands to its former condition or state as near as may be and shall not use the same in a manner to impair unnecessarily its usefulness or to injure the property of others.

(8) To accept gifts or grants of property, real or personal, from any person, municipality, or federal agency and to accept voluntary and uncompensated services.

(9) If it is a local cooperative corporation, to connect and interconnect its telephone facilities or systems with other telephone facilities or systems. A connection or interconnection shall be in a manner and according to specifications as will avoid interference with or hazards to existing telephone facilities or systems.

(10) To issue membership certificates.

(11) To borrow money and otherwise contract indebtedness, and to issue or guarantee notes, bonds, and other evidences of indebtedness and to secure the payment thereof by mortgage, pledge, or deed of trust of, or any other encumbrance upon, any or all of its then owned or after-acquired real or personal property, assets, franchises, or revenues.

(12) To make any and all contracts necessary or convenient for the full exercise of the powers in this chapter granted, including, without limiting the generality of the foregoing, contracts with any person, federal agency, municipality, or other corporation for the interconnection of telephone service; for the management and conduct of the business of the cooperative corporation; for the fixing of the rates, fees, or charges for service rendered or to be rendered by the local cooperative corporation; subject to the approval of the commission as to all rates, fees, or charges for telephone service in the same manner and to the same extent as is provided by law for the regulation of rates, fees, or charges of telephone companies.

(13) To levy and collect reasonable fees, rents, tolls, and other charges for telephone service rendered, subject to the approval of the commission as provided in this section.

(14) If it is a local cooperative corporation, to exercise the right of eminent domain in the manner provided by law for the exercise thereof by telephone companies.

(15) To adopt, amend, and repeal bylaws.

(16) If it is a local cooperative corporation, to become a member of a general cooperative corporation and if it is a general cooperative corporation, to have local cooperative corporations as its members.

(17) To recover, after a period of two (2) years, any unclaimed stocks, dividends, capital credits, patronage refunds, utility deposits, membership fees, account balances, or book equities for which the owner cannot be found and are the result of distributable savings of the corporation returned to the members on a pro rata basis pursuant to section 20 of this chapter.

(Formerly: Acts 1951, c.193, s.13.) As amended by Acts 1980, P.L.74, SEC.36; Acts 1981, P.L.106, SEC.2; P.L.18-1990, SEC.28; P.L.97-1993, SEC.7.

IC 8-1-17-14

Sale, encumbrance, or other disposition of property

Sec. 14. No local cooperative corporation may sell, lease, exchange, mortgage, pledge, or otherwise sell all, or substantially all, of its property unless the same shall be authorized by a resolution duly adopted at a meeting of its members duly called and held as provided in section 9 of this chapter, which resolution shall have received the affirmative vote of at least three-fourths (3/4) of its members who are present at such meeting and the affirmative vote of at least three-fourths (3/4) of its directors who are present at a meeting of its board of directors duly called and held as provided in its bylaws, and subject to the approval of the commission as provided by law applicable to a similar transaction by a public utility.

(Formerly: Acts 1951, c.193, s.14.) As amended by P.L.59-1984, SEC.78.

IC 8-1-17-15

Obligations; authority for issuance

Sec. 15. (a) Subject to the approval of the commission a cooperative corporation shall have power and is hereby authorized, from time to time, to issue its obligations for any corporate purpose. Said obligations may be authorized by resolution or resolutions of the board, and may bear such date or dates, mature at such time or times, not exceeding forty (40) years from their respective dates, bear interest at any rate, payable semi-annually, be in such denominations, be in such form, either coupon or registered, carry such registration privileges, be executed in such manner, be payable in such medium of payment, at such place or places, and be subject to such terms of redemption, not exceeding the principal amount thereof plus accrued interest, as such resolution or resolutions may provide.

(b) Such obligations may be sold in such manner and upon such terms as the board may determine at not less than the principal

amount thereof plus accrued interest.

(c) Any provision of law to the contrary notwithstanding, any obligations and the interest coupons appertaining thereto, if any, issued pursuant to this act shall possess all the qualities of negotiable instruments; however, the commission's approval shall not be required for the issuance by a cooperative corporation of its bonds, notes or other evidences of indebtedness which are:

(1) payable in less than one (1) year from date of execution; and

(2) in the aggregate do not exceed ten per cent (10%) of its net plant account.

(Formerly: Acts 1951, c.193, s.15.) As amended by Acts 1981, P.L.11, SEC.46.

IC 8-1-17-16

Obligations; covenants and agreements to secure

Sec. 16. In connection with the issuance of any obligations, a cooperative corporation may make such covenants or agreements and do any and all such acts and things as may be necessary, convenient or desirable in order to secure its obligations or which, in the absolute discretion of the board, tend to make the obligations more marketable, notwithstanding that such covenants, agreements, acts and things may constitute a limitation on the exercise of the powers herein granted.

(Formerly: Acts 1951, c.193, s.16.)

IC 8-1-17-17

Purchase of own obligations

Sec. 17. A cooperative corporation shall have power out of any funds available therefor to purchase any obligations issued by it at a price not exceeding the principal amount thereof and accrued interest thereon. All obligations so purchased shall be canceled.

(Formerly: Acts 1951, c.193, s.17.)

IC 8-1-17-18

Consolidation of corporations

Sec. 18. (a) Any two (2) or more cooperative corporations created under the provisions of this chapter and operating or authorized to operate in contiguous territory may enter into an agreement for the consolidation of such cooperative corporations, which agreement shall be submitted for the approval of the commission in the manner provided for in section 5 of this chapter. Such agreement shall set forth the terms and conditions of the consolidation, the name of the proposed consolidated cooperative corporation, the number of its directors, not less than three (3), the time of the annual election, and the names of the persons, not less than three (3), to be directors until the first annual meeting. Each such cooperative corporation shall duly call and hold a meeting of its members, as provided in section 9 of this chapter, at which the proposal of such consolidation shall be presented. If at each such meeting, the aforesaid agreement is approved by a resolution duly adopted and receiving the affirmative

vote of at least three-fourths (3/4) of the members of the respective cooperative corporation, who attend such meeting, the directors named in the agreement shall subscribe and acknowledge articles conforming substantially to the original articles of incorporation, except that it shall be entitled and endorsed "Articles of Consolidation of _____" (the blank space being filled in with the names of the cooperative corporations being consolidated) and shall state:

- (1) the names of the cooperative corporations being consolidated;
- (2) the name of the consolidated cooperative corporation;
- (3) a statement that each consolidating cooperative corporation agrees to the consolidation;
- (4) the names and addresses of the directors of the new cooperative corporation; and
- (5) the terms and conditions of the consolidation and the mode of carrying the same into effect, including the manner in which members of the consolidating cooperative corporations may or shall become members of the new cooperative corporation; and may contain any provisions not inconsistent with this chapter deemed necessary or advisable for the conduct of the business of the new cooperative corporation.

(b) If the commission approves the said articles of consolidation, such articles of consolidation or a certified copy or copies thereof shall be filed, together with the attached copy of the order of the commission, in the same place as original articles of incorporation and thereupon the proposed consolidated cooperative corporation, under its designated name shall be and constitute a body corporate with all the powers of a cooperative corporation as originally formed under this chapter. If the commission does not approve the said articles of consolidation, permission for such consolidation shall be denied by the commission.

(Formerly: Acts 1951, c.193, s.18.) As amended by P.L.59-1984, SEC.79.

IC 8-1-17-19

Consolidation of corporations; transfer of assets, franchises, and obligations

Sec. 19. (a) In case of a consolidation, the existence of the consolidating cooperative corporations shall cease and the articles of consolidation shall be deemed to be the articles of incorporation of the new cooperative corporation.

(b) All rights, privileges, immunities, and franchises and all property, real and personal, including without limitation applications for membership, all debts due on whatever account and all other choses in action, of each of the consolidating cooperative corporations shall be deemed to be transferred to and vested in the new cooperative corporation without further act or deed.

(c) The new cooperative corporation shall be responsible and liable for all the liabilities and obligations of each of the

consolidating cooperative corporations. Any claim existing or action or proceeding pending by or against any of the consolidating cooperative corporations may be prosecuted as if the consolidation had not taken place but the new cooperative corporation may be instituted in its place.

(d) The new cooperative corporation shall be authorized to operate in all the areas in which the consolidating cooperative corporations shall have been authorized to operate, and shall not be authorized to operate in any other area until or unless so authorized by a new certificate of public convenience and necessity issued by the commission as provided in section 6 of this chapter.

(e) Neither the rights of creditors nor any liens upon the property of any such cooperative corporations shall be impaired by such consolidations.

(Formerly: Acts 1951, c.193, s.19.) As amended by P.L.59-1984, SEC.80; P.L.97-1993, SEC.8.

IC 8-1-17-20

Rates and charges; services to public; use of revenues and receipts; REA borrowers

Sec. 20. (a) A local cooperative corporation shall be required to furnish reasonably adequate telephone services and facilities. The charge made by any local cooperative corporation for any service rendered or to be rendered, either directly or in connection therewith, shall be nondiscriminatory, reasonable, and just, and every discriminatory, unjust, or unreasonable charge for telephone service is prohibited and declared unlawful. A reasonable and just charge for telephone service within the meaning of this section shall be such charges as shall produce sufficient revenue to pay all legal and other necessary expense incident to the operation of the local cooperative corporation's system, to include, but not limited to, maintenance costs, operating charges, upkeep, repairs, interest charges on bonds or other obligations, to provide a sinking fund for the liquidation of bonds or other evidences of indebtedness, to provide adequate funds to be used as working capital, as well as funds for making extensions and replacements, and also for the payment of any taxes that may be assessed against such cooperative corporation or its property, it being the intent and purpose hereof that such charges shall produce an income sufficient to maintain such local cooperative corporation's property in sound physical and financial condition to render adequate and efficient service. Any rate too low to meet the foregoing requirements shall be unlawful. Revenues and receipts not needed for the above and foregoing purposes, or not needed in reserves for such purposes, shall be returned to the patrons on a pro rata basis according to the amounts paid by them for telephone service; such returns shall be either in cash or in abatement of current charges for telephone service, as the board may decide.

(b) As used in subsections (d) and (e), "financial assistance" means:

(1) a loan or loan guarantee; or

(2) a lien accommodation provided to secure a loan made by another lender;
including but not limited to loans made by the Rural Electrification Administration of the United States Department of Agriculture (REA) or by the Rural Telephone Bank.

(c) As used in subsections (d) and (e), "REA borrower" means a corporation created under this chapter that is the recipient of financial assistance.

(d) In determining rates under this section, once the commission determines that property of an REA borrower is reasonably necessary for the provision of telephone service and has been placed in service, the commission shall approve rates to be charged by the REA borrower sufficient to enable the REA borrower to:

- (1) satisfy its reasonable expenses and obligations; and
- (2) repay the full amount of any financial assistance and the interest thereon.

(e) So long as there remains any unpaid portion of any financial assistance associated with the property of an REA borrower determined under subsection (d) to be reasonably necessary and placed in service, the rates of the REA borrower shall be set at a level sufficient to repay the financial assistance regardless of any change in the regulatory status of the property, including, without limitation, the full or partial retirement of the property or any other change in the status of the property as reasonably necessary or used and useful.

(Formerly: Acts 1951, c.193, s.20.) As amended by P.L.74-1991, SEC.3; P.L.97-1993, SEC.9.

IC 8-1-17-21

Rates and charges; unlawful operation, damages; declaration of public convenience and necessity; books, records, and accounts

Sec. 21. (a) In addition to the jurisdiction of the commission as set out in the preceding sections of this chapter, the commission shall have and exercise general supervision and regulation of every local cooperative corporation.

(b) A local cooperative corporation shall be subject to the jurisdiction of the commission for the purpose of fixing rates to be charged to patrons of such cooperative corporation for telephone service, and for such purpose the commission is given jurisdiction to proceed in the same manner and with like power as is provided by IC 8-1-1 and IC 8-1-2 in the case of public utilities.

(c) Except as otherwise provided in this subsection, no person, copartnership, or corporation not formed, or admitted to do business in this state, under this chapter, shall construct, own, manage, or control any system within any territory included in that described in the certificate of public convenience and necessity issued to any local cooperative corporation, as provided in section 6 of this chapter, to any extent greater than such construction, ownership, operation, management, control, or system actually exists on March 5, 1951, or on the date when such territory is first included in that to be served

by such local cooperative corporation, whichever date is later, unless or until the following condition shall have been met, to-wit: the one seeking such construction, ownership, operation, management, or control shall first file, or cause to be filed, with the commission a petition therefore and obtain from the commission a declaration that public convenience and necessity require the respective construction, ownership, operation, management, or control. Before making such declaration, the commission shall ascertain whether the proposed construction, ownership, operation, management, or control is to be made or exercised within territory which any cooperative corporation or any other corporation or public utility is rendering telephone service, or is duly authorized to render telephone service. If that be the fact, then unless the written consent of each such corporation or utility to the granting of such petition be filed with the commission, the commission shall hold a formal hearing upon such petition after giving the petitioner and each such corporation or public utility whose territory may be affected at least ten (10) days written notice of the time, place, and purpose of such hearing. The petitioner and each such corporation or utility shall be entitled to be heard and shall have process to enforce the attendance of witnesses. Any declaration of public convenience and necessity obtained under this subsection may, with the approval of the commission, be transferred by the one obtaining the same or by any subsequent transferee, in like manner as a franchise granted by the commission, and such transferee, with respect to the construction, ownership, management, or control, covered by such declaration, need not file the petition otherwise required by this subsection.

(d) Any person, copartnership, or corporation who or which shall violate any provision of subsection (c) shall be liable to any cooperative corporation authorized to serve residents in the territory within which such violation shall occur, in a civil suit in a penal sum calculated at the rate of one thousand dollars (\$1,000) per mile of telephone facility so constructed, owned, managed, or controlled in violation of such provision. In computing the penal sum, if any such facility is less than one (1) mile in length, it shall be considered as one (1) mile long. In addition, such violator shall pay to the aggrieved cooperative corporation a reasonable attorney fee and all witness fees and court costs incurred in any litigation brought to enforce the payment of such sum. Moreover, such violator, by payment of the penal sum, fees, and costs, shall not avoid the necessity of complying with the provisions contained in subsection (c).

(e) Any cooperative corporation formed or admitted to do business under this chapter that shall construct, own, manage, or control any system within any territory not included in that described in a certificate of public convenience and necessity theretofore issued to it as provided in section 6 of this chapter, shall be liable to any person, copartnership, or corporation theretofore authorized, by a certificate issued by the commission, to serve residents in such territory, in a civil suit in a penal sum calculated at the rate of one

thousand dollars (\$1,000) per mile of telephone facilities so constructed, owned, managed, or controlled. In computing the sum, if any such facility is less than one (1) mile in length, it shall be considered as one (1) mile long. In addition, such violator shall pay to such person, copartnership, or corporation a reasonable attorney fee and all witness fees and court costs incurred in any litigation brought to enforce the payment of such sum. Moreover, such violator, by payment of the penal sum, fees, and costs, shall not avoid the necessity of obtaining from the commission a certificate, as provided in section 6 of this chapter, authorizing it to serve the area sought to be served by the respective facility or facilities, before serving such area.

(f) Each cooperative corporation shall keep its books, accounts, papers, and records accurately and faithfully to conform with sound accounting principles and practices, and such accounting shall comply with the rules and regulations, accounting systems or classifications, and orders of the commission. The accounts of each cooperative corporation shall be closed annually on December 31, and a balance sheet of that date promptly taken therefrom. On or before March 10, following, such balance sheet, together with such other information as the commission shall prescribe, verified by an officer of each cooperative corporation, shall be filed with the commission.

(Formerly: Acts 1951, c.193, s.21; Acts 1955, c.89, s.1.) As amended by P.L.59-1984, SEC.81; P.L.97-1993, SEC.10.

IC 8-1-17-22

Revocation of operating authority or certificate of convenience and necessity

Sec. 22. Any local cooperative corporation which shall fail or refuse to render satisfactory and adequate telephone service in its respective territory, or which shall fail or refuse to comply with the provisions of this chapter or any order or orders, rules, and regulations of the commission may be cited by the commission, either upon its own motion, or upon complaint filed with the commission by at least ten (10) signers of such complaint who are bona fide residents of the territory of any such local cooperative corporation and who are members of such cooperative corporation or have complied with its conditions of membership and shall have been unable to obtain such membership, or upon complaint filed with the commission by any telephone company, to appear before the commission and show cause why the operating authority or certificate of convenience and necessity should not be revoked. The same procedure shall be followed by the commission in such revocation matters as is required to be followed in section 5 of this chapter or the provisions of IC 8-1-1 and IC 8-1-2, together with the official rules of procedure of the commission.

(Formerly: Acts 1951, c.193, s.22.) As amended by P.L.59-1984, SEC.82; P.L.97-1993, SEC.11.

IC 8-1-17-22.5

Local cooperative corporations; withdrawal from and return to jurisdiction of public service commission; referendum; consolidation; requirements; procedures

Sec. 22.5. (a) This section provides the exclusive statutory manner for local cooperative corporations to withdraw, with certain exceptions, from the jurisdiction of the commission. It applies only to local cooperative corporations formed under this chapter. A local cooperative corporation that successfully withdraws from commission jurisdiction under the provisions of this section, shall still fully comply with all of the provisions of this chapter that do not directly concern the commission.

(b) Any local cooperative corporation that proposes to withdraw (as provided for in this section) from the jurisdiction of the commission, must first obtain approval of its members.

(c) The board of directors of a local cooperative corporation must conduct a referendum among its members to determine whether they approve of the removal of jurisdiction from the commission.

(d) The board shall send written notice of its intent to conduct a referendum to the commission before it may proceed under this section.

(e) The referendum must be conducted at the annual meeting of the members (section 9 of this chapter) or if the annual meeting is more than ninety (90) days from the date notice was sent to the commission, then at a special meeting called by the board.

(f) Written notice of the meeting must be sent to every member not less than thirty (30) days before the date of the meeting. The notice must contain the following information:

- (1) The place, date, and hour of the meeting of members.
- (2) The purpose of the meeting including an explanation of what the withdrawal from commission jurisdiction entails.
- (3) The fact that no proxies will be permitted.

(g) A quorum consisting of not less than five percent (5%) of the members must be present at the meeting to transact business and to take any official action regarding the jurisdiction question.

(h) The board shall distribute secret written ballots to the members present at the meeting. The form of the ballots shall be as follows:

- ☐ YES, I want to withdraw from the jurisdiction of the commission.
- ☐ NO, I want to remain under the jurisdiction of the commission.

Only those members present at the meeting are eligible to vote, and proxy votes will not be permitted. Each member present shall be entitled to only one (1) vote on the question of withdrawal from commission jurisdiction. If a majority of the members present vote in favor of the corporation withdrawing from commission jurisdiction, it becomes effective thirty (30) days after the date of the vote. If less than a majority of the members present vote in favor of withdrawal from commission jurisdiction, the corporation is

prohibited from seeking withdrawal for eighteen (18) months following the date of the vote. Parties aggrieved by the decision to withdraw from commission jurisdiction or other interested parties must file an action in the circuit or superior court (of the county where the cooperative has its principal office) to contest compliance with this section no more than thirty (30) days after the original vote.

(i) If a local cooperative corporation successfully withdraws from commission jurisdiction, the board of directors shall within five (5) days of the meeting, send written confirmation to the commission containing the following information:

- (1) The total membership of the corporation.
- (2) The total number present at the meeting.
- (3) The actual vote, both for and against withdrawal.
- (4) Written verification of notice of the meeting.
- (5) An affidavit, signed by all of the members of the board of directors, stating that all of the requirements of this section have been met.

(j) When a local cooperative corporation successfully withdraws from commission jurisdiction, the commission shall have no authority to regulate:

- (1) schedules of rates and charges other than intrastate message toll charges, which continue under commission jurisdiction;
- (2) depreciation schedules;
- (3) quality of service (rules and standards for telephone service);
- (4) long term financing (obligations); or
- (5) any other aspect formerly regulated by the commission under this article, except for certificates of public convenience and necessity and administration of federal law as provided under subsection (k) and except as provided in subsection (l).

(k) If a local cooperative corporation successfully withdraws from commission jurisdiction, the commission shall continue to exercise jurisdiction over a local cooperative corporation, but only with regard to:

- (1) certificates of public convenience and necessity relating to territory, as provided in section 6 of this chapter; and
- (2) administration of federal law for which regulatory responsibility has been delegated to the commission by federal statute.

The commission shall not deny relief requested pursuant to federal law by a cooperative corporation that has withdrawn from commission jurisdiction under this section solely because of the withdrawal. In addition, a local cooperative corporation must continue to pay the public utility fee required under IC 8-1-6 even if it successfully withdraws from commission jurisdiction under this section.

(l) Whenever two (2) or more local cooperative corporations formed under this chapter propose to consolidate (and are operating or authorized to operate in contiguous territory) as provided in section 18 of this chapter, and at least one (1), but not all of the

cooperatives have successfully withdrawn from commission jurisdiction, then for purposes of the consolidation, all of the cooperatives are under the commission's jurisdiction and the provisions of sections 18 and 19 of this chapter must be complied with. In addition, the new corporation that is formed as a result of the consolidation shall, for all purposes, be under the commission's jurisdiction, and must fully comply with the provisions of this section in order to withdraw from commission jurisdiction. If two (2) or more local cooperative corporations formed under this chapter propose to consolidate (and are operating or authorized to operate in contiguous territory) as provided in section 18 of this chapter, and all of the cooperatives have successfully withdrawn from commission jurisdiction, then the new cooperative corporation shall continue to operate outside the commission's jurisdiction under the terms provided for in this section. The approval of the commission is not required for consolidation of two (2) or more corporations that all have successfully withdrawn from commission jurisdiction. The new corporation must, however, file new articles of incorporation with the secretary of state, who shall approve them if they comply with the law. In addition, the new cooperative corporation must, after the secretary of state has endorsed his approval thereon, record the articles of incorporation in the county where the new cooperative is to have its principal office. The provisions of sections 18 and 19 (not relating to the commission) of this chapter, apply whenever all of the local cooperatives proposing to consolidate have successfully withdrawn from commission jurisdiction under the provisions of this section.

(m) Whenever the members of a local cooperative corporation desire to return to commission jurisdiction they must petition the commission. A petition signed by:

(1) not less than fifteen percent (15%) of the members; or

(2) the board of directors of the local cooperative corporation; must first be submitted to the commission, informing that body of the corporation's intent to conduct a referendum concerning the return to commission jurisdiction. The procedures outlined in subsections (e), (f), (g), (h), and (i) must be followed when conducting a referendum under this subsection, except that the form of the ballots shall be as follows:

☐ YES, I want to return to the jurisdiction of the commission.

☐ NO, I want to remain outside of the jurisdiction of the commission.

If a corporation returns to commission jurisdiction, the commission assumes all of the jurisdiction it would have if the corporation had not withdrawn in the first instance, effective thirty (30) days after the date of the vote. If less than a majority of the members present vote in favor of returning to commission jurisdiction, a referendum on the question may not be conducted for eighteen (18) months following the date of the vote.

As added by P.L.103-1983, SEC.4. Amended by P.L.122-1987,

SEC.2; P.L.78-1997, SEC.3.

IC 8-1-17-23

Articles of incorporation; amendment; petitions; hearing; orders of commission

Sec. 23. (a) A cooperative corporation may amend its articles of incorporation to change its corporate name, to increase or reduce the number of its directors, or change any other provisions therein; provided, that any change of location of the principal office may be effected in the manner set forth in section 24 of this chapter, and further provided that no cooperative corporation shall amend its articles of incorporation to embody therein any purpose, power, or provision which would not be authorized if its original articles of incorporation, including such additional or changed purpose, power, or provision, were offered for filing at the time articles under this section are offered. Such amendment may be accomplished by filing articles of amendment which shall be entitled and endorsed "Articles of Amendment of _____" (the blank space being filled in with the name of the cooperative corporation) and state:

- (1) The name of the cooperative corporation, and if it has been changed, the name under which it was originally incorporated.
- (2) The date of filing the articles of incorporation in each public office where filed.
- (3) Whether the statement of counties within which its operations are to be conducted is to be changed, and if so the new statement of such counties.
- (4) The officer executing such articles of amendment shall make and annex thereto an affidavit stating that the provisions of this section in respect to the amendment set forth in such articles were complied with.

(b) Such articles shall be subscribed in the name of the cooperative corporation by the appropriate officers of the cooperative corporation who shall make and annex an affidavit stating that they have been authorized to execute and file such articles by a resolution duly adopted at a meeting of the cooperative corporation duly called and held as provided in section 9 of this chapter. If by any such amendment to articles of incorporation, the territory proposed to be served by the cooperative corporation is to be increased or decreased, the articles of amendment, together with a petition executed by the appropriate officers of the cooperative corporation and praying for the permission of the commission shall be submitted to the commission. Thereupon, the commission shall set said petition for public hearing and shall give notice of the time and place thereof one (1) time in at least one (1) newspaper published in each of the counties in which lies any of the territory proposed to be added or omitted by such amendment, which publication shall be at least ten (10) days before such hearing. The cost of publication shall be paid by the petitioner when filing such petition. Also written notice of the time and place of such hearing shall be mailed to each telephone company operating in contiguous territory in the manner provided in

section 5 of this chapter. Any interested person may appear, personally or by attorney, at such hearing and aid or oppose the prayer of the petition. After such hearing, the commission shall grant or deny the petition and make its order accordingly. No amendment increasing or decreasing the territory to be served by such cooperative corporation shall be filed in the office of the secretary of state or of any county recorder unless there be attached thereto a certified copy of an order of the commission consenting to such increase or decrease. Such articles shall be filed in the same places as the original articles of incorporation and thereupon the amendment shall be deemed to have been effected.

(Formerly: Acts 1951, c.193, s.24.) As amended by P.L.59-1984, SEC.83; P.L.145-1999, SEC.4 and P.L.198-1999, SEC.6.

IC 8-1-17-24

Principal office; change of location

Sec. 24. A cooperative corporation formed hereunder may change the location of its principal office by filing in the office of the secretary of state a certificate reciting such change of principal office and setting forth the resolution by its board of directors authorizing such change and stating the time and place of its adoption, which certificate shall be executed and acknowledged by the appropriate officers of the cooperative corporation with the corporate seal attached and attested by the appropriate officer of the cooperative corporation.

(Formerly: Acts 1951, c.193, s.25.) As amended by P.L.145-1999, SEC.5 and P.L.198-1999, SEC.7.

IC 8-1-17-25

Dissolution of corporation; articles of dissolution; disposition of assets

Sec. 25. Any cooperative corporation may dissolve by filing in the office of the secretary of state articles of dissolution which shall be entitled and endorsed "Articles of Dissolution of _____" (the blank space being filled in with the name of the cooperative corporation) and shall state:

- (1) The name of the cooperative corporation, and if such cooperative corporation is a corporation resulting from the consolidation as provided in this chapter, the names of the original cooperative corporations.
- (2) The date of filing of the articles of incorporation in the office of secretary of state and, if such cooperative corporation is a corporation resulting from a consolidation as provided in this chapter, the dates on which the articles of incorporation of the original cooperative corporations were filed in the office of secretary of state.
- (3) That the cooperative corporation elects to dissolve.
- (4) The name and post office address of each of its directors, and the name, title, and post office address of each of its officers.

Such articles shall be subscribed and acknowledged by the appropriate officers of the cooperative corporation who shall make and annex an affidavit stating that they have been authorized to execute and file such articles by a resolution duly adopted by the members of the cooperative corporation at a meeting thereof duly called and held as provided in section 9 of this chapter. Articles of dissolution or a certified copy or copies thereof shall be filed in the same places as original articles of incorporation, and thereupon the cooperative corporation shall be deemed to be dissolved. Such cooperative corporation shall continue for the purpose of paying, satisfying, and discharging any existing liabilities or obligations and collecting or liquidating its assets, and doing all other acts required to adjust and wind up its business affairs, and may sue and be sued in its corporate name. Any assets remaining after all liabilities and obligations of the cooperative corporation have been satisfied and discharged shall be refunded pro rata to the patrons, their assignees, personal representatives, heirs, or legatees, who shall have paid for telephone service rendered by the cooperative corporation, within a five (5) year period next preceding such dissolution. Any assets not so refunded within a two (2) year period after such dissolution is completed shall pass to and become the property of the state of Indiana.

(Formerly: Acts 1951, c.193, s.26.) As amended by P.L.59-1984, SEC.84; P.L.145-1999, SEC.6 and P.L.198-1999, SEC.8.

IC 8-1-17-26

Foreign corporations; organization and operation; petitions; hearing; finding or order

Sec. 26. Any foreign corporation organized as a nonprofit corporation for the purpose of making telephone service available to the inhabitants of rural areas may be admitted to do business within this state and shall have the same powers, restrictions, and liabilities as a cooperative corporation organized under this chapter. Whenever such foreign corporation desires to be admitted to operate in this state, it shall file with the commission a petition in as many original counterparts as there are counties in Indiana, in which it requests permission to make telephone service available, plus five (5). Said petition shall describe the territory in Indiana in which its operations are to be conducted and pray the commission to grant to it a certificate of public convenience and necessity for such operations. To each such original petition, there shall be attached a copy of the articles of incorporation of said foreign corporation, with all amendments thereto, duly authenticated by the proper officer of the state wherein it is incorporated. Upon the filing of such petition with the commission, the commission shall set the said petition for public hearing, and shall give notice of the time and place of such hearing by publication one (1) time in at least one (1) newspaper printed and published in each of the counties in which the said foreign corporation proposes to carry on its operations, which publication shall be had at least ten (10) days prior to the date set for such

hearing, the cost of such publications to be paid by the petitioners at the time of filing said petition. Also, written notice of the time and place of such hearing shall be mailed to each telephone company operating in contiguous territory in the manner provided in section 5 of this chapter. Any interested person may appear at such hearing, either in person or by attorney, and support or oppose the prayer of said petition. The commission shall enter a finding that the convenience and necessity of the public proposed to be served in the Indiana territory in which the operations of the foreign corporation are proposed to be conducted either will or will not be served by such operations. If said finding be in the negative, the commission shall enter an order denying the petition. If such finding be in the affirmative, the commission shall enter an order granting a certificate of public convenience and necessity for the proposed operations of said foreign corporation in Indiana and shall attach a copy of said order, duly certified by the secretary of the commission, to each of the originals of said petition, filed as aforesaid, except two (2), and deliver the same to the petitioner. The foreign corporation shall then present to the secretary of state of Indiana all such sets of authenticated copy of articles, original petitions, and order of the commission, together with such application for admission to do business in this state, if any, as the secretary of state may require, and tender to the said secretary of state six dollars and fifty cents (\$6.50) to cover his fees for filing, certificate and seal. If the secretary of state shall approve the same, he shall endorse his approval upon each of the aforesaid sets of documents, file one (1) thereof in his office, return the remaining ones to the foreign corporation, and issue to it his certificate of admission to do business in this state. Thereupon, and before the foreign corporation shall do any business in this state, it shall file in the office of the recorder of each county in Indiana in which it is to make telephone service available, one (1) of said sets of documents bearing the approval of the secretary of state endorsed thereon.

(Formerly: Acts 1951, c.193, s.27.) As amended by P.L.59-1984, SEC.85.

IC 8-1-17-27

General nonprofit corporation act; application to chapter

Sec. 27. The provisions of IC 23-17 and all rights and powers under IC 23-17 shall apply to cooperative corporations organized under this chapter, except where such provisions are in conflict or inconsistent with the express provisions of this chapter.

(Formerly: Acts 1951, c.193, s.28.) As amended by P.L.59-1984, SEC.86; P.L.179-1991, SEC.14.

IC 8-1-17-28

Construction of chapter

Sec. 28. This chapter is to be liberally construed, and the enumeration of any object, purpose, power, manner, method, or thing shall not be deemed to exclude like or similar objects, purposes,

powers, manners, methods, or things.

(Formerly: Acts 1951, c.193, s.29.) As amended by P.L.59-1984, SEC.87.

IC 8-1-17-29

Members not liable for corporate debts or liabilities

Sec. 29. No member of any cooperative corporation shall be liable or responsible for its debts or liabilities.

(Formerly: Acts 1951, c.193, s.31.)